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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
DELPHI CORPORATION, et al., : Chapter 11
Debtors. : Case No. 05-44481 [RDD]
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**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 2377
(FUJITSU TEN CORP. OF AMERICA,
JPMORGAN CHASE BANK, N.A., TPG CREDIT OPPORTUNITIES
FUND, L.P., AND TPG CREDIT OPPORTUNITIES INVESTORS, L.P.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Fujitsu Ten Corp. of America ("FTCA"), JPMorgan Chase Bank, N.A. ("Chase"), TPG Credit Opportunities Fund, L.P. ("TPGF") and TPG Credit Opportunities Investors, L.P. ("TPGI"), respectfully submit this Joint Stipulation and Agreed Order Compromising and Allowing Proof Of Claim

Number 2377 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on March 22, 2006, FTCA filed proof of claim number 2377 against DAS LLC asserting an unsecured non-priority claim in the amount of \$5,504,674.99 (the "Claim"); and

WHEREAS, on April 4, 2007, FTCA partially transferred the Claim to Chase pursuant to, among other documents, a Notice of Transfer (Docket No. 7571); and

WHEREAS, on May 15, 2008, Chase partially transferred its interest in the Claim to TPGI, pursuant to, among other documents, a Notice of Transfer (Docket No. 13612); and

WHEREAS, on May 15, 2008, Chase transferred the remainder of its interest in the Claim to TPGF, pursuant to, among other documents, a Notice of Transfer (Docket No. 13613) (the "TPGF Notice of Transfer"); and

WHEREAS, on May 29, 2008, Chase amended the TPGF Notice of Transfer (Docket No. 13690); and

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B)

Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection"); and

WHEREAS, on September 19, 2007, FTCA filed a Response To Debtors' Twentieth Omnibus Claims Objection (Docket No. 9403) (the "Response"); and

WHEREAS, on October 27, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to the Claim, DAS LLC, FTCA, TPGI, TPGF and Chase entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$5,292,793.00 as a general unsecured non-priority claim; and

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Upon Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors, FTCA, TPGI, TPGF and Chase stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$5,292,793.00 and shall

be treated as an allowed general unsecured non-priority claim against DAS LLC. The Claim shall be allocated as follows: (1) TPGF shall hold a \$2,434,684.78 portion of the Claim; and (2) TPGI shall hold a \$2,858,108.22 portion of the Claim.

2. Without further order of the Court, DAS LLC is authorized to reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors to the extent that amounts comprising the Claim are paid to FTCA as cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which FTCA is a party.

3. The Twentieth Omnibus Claims Objection, solely as it relates to the Claim, and the Response are hereby withdrawn.

Dated: New York, New York
October 27, 2008

DELPHI CORPORATION, et al.
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
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Dated: Valley Cottage, New York
September, 2008

TPG CREDIT OPPORTUNITIES FUND, L.P.

and TPG CREDIT OPPORTUNITIES
INVESTORS, L.P.
By its Counsel,
MANDEL, KATZ & BROSNAN LLP,

/s/ Siu Lan Chan
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[Signatures concluded on following page]

Dated: Bloomfield Hills, Michigan
October 21, 2008

FUJITSU TEN CORP. OF AMERICA,
By its Counsel,
CARSON FISCHER, P.L.C.,

/s/ Robert A. Weisberg
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Dated: New York, New York
September ___, 2008

JPMORGAN CHASE BANK,
By its Counsel,
K&L GATES LLP
By,

/s/ Steven H. Epstein
STEVEN H. EPSTEIN
599 Lexington Avenue
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(212) 536-3900

SO ORDERED

This 6th day of November, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE